Norkin v. DLA Piper Rudnick Gray Cary L.L.P. Doc. 22 Att. 4

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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DAVID NORKIN

Plaintiff, Index No. 05 Civ. 9137(DC)

-against-

DLA PIPER RUDNICK GRAY CARY LLP,

Defendant.

--x

EXHIBIT 4 TO DECLARATION OF JEAN LEWIS IN SUPPORT OF DEFENDANT'S MOTION TO TRANSFER TO CONNECTICUT

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Counsel for Defendant

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UNANIMOUS CONSENT OF SHAREHOLDERS OF BRITESTARR HOMES, INC.

WHEREAS, Britestarr Homes, Inc., a corporation created and existing under the laws of the State of New York (the "Corporation") has 100 authorized and outstanding shares of capital stock (the "Shares"); and

WHEREAS, Friema Norkin claims to own all of the Shares of the Corporation and Ronald I. Chorches, Trustee of the Bankruptcy Estate of David Norkin also claims to own all of the Shares; and

WHEREAS, Friema Norkin and the Chapter 7 Trustee of David Norkin agree that there are no other possible owners of the Shares or of other outstanding shares of the Corporation; and

WHEREAS, the ownership of the Shares is to be judicially resolved in the context of an adversary proceeding styled *Oak Point Property, Inc. v. David Norkin*, Adversary Proceeding No. 01-5144, pending in the United States Bankruptcy Court for the District of Connecticut (the "Adversary Proceeding"); and

WHEREAS, pending the judicial determination of the ownership of the Shares, the parties hereto jointly agree that it is in the best interests of the Corporation that the Directors and Officers of the Corporation be removed and replaced; and

WHEREAS, neither party hereto is waiving any claim regarding its ownership of the Shares, its right to control the Corporation, or any claim, argument, or defense in the Adversary Proceeding by executing this Unanimous Consent of Shareholders, and any and all rights of each of the parties whether at law, at equity, by agreement, or otherwise, are explicitly reserved;

NOW THEREFORE, the undersigned, being the owner of all of the outstanding shares of the Corporation, hereby adopt the following resolutions:

RESOLVED, that effective May 30, 2002, all existing directors of the Corporation are removed as directors of the Corporation; and

RESOLVED, that effective as of May 30, 2002, Steven Smith is elected as the sole director of the Corporation to serve until a successor is elected and qualifies; and

RESOLVED, that the sole director is authorized to remove the existing officers and appoint new officers for the Corporation; and

RESOLVED, that the new officers may terminate the current attorneys for the Corporation and seek to have the Corporation's bankruptcy case transferred to the United States Bankruptcy Court for the District of Connecticut.

Dated: Hartford, Connecticut
June 18, 2002

Ronald Chorches,
Chapter 7 trustee, Estate of David Norkin

Dated: New York, New York
June 17, 2002

Friema Norkin